

## STATE OF SOUTH CAROLINA

**Qwest Communications Corporation**  
**Notice of Conversion and Name Change**

**BEFORE THE**  
**PUBLIC SERVICE COMMISSION**  
**OF SOUTH CAROLINA**

**COVER SHEET**

**DOCKET**  
**NUMBER: 1999-468-C**

(Please type or print)

**Submitted by:** Bonnie D. Shealy**SC Bar Number:** 11125

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NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

**DOCKETING INFORMATION** (Check all that apply)

☐ **Emergency Relief demanded in petition**      ☒ **Request for item to be placed on Commission's Agenda expeditiously**

☐ **Other:** \_\_\_\_\_**INDUSTRY (Check one)****NATURE OF ACTION (Check all that apply)**

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|--|--|--|---|
| <input type="checkbox"/> Electric                      | <input type="checkbox"/> Affidavit                 | <input checked="" type="checkbox"/> Letter                 | <input type="checkbox"/> Request                  |
| <input type="checkbox"/> Electric/Gas                  | <input type="checkbox"/> Agreement                 | <input type="checkbox"/> Memorandum                        | <input type="checkbox"/> Request for Certificatio |
| <input type="checkbox"/> Electric/Telecommunications   | <input type="checkbox"/> Answer                    | <input type="checkbox"/> Motion                            | <input type="checkbox"/> Request for Investigator |
| <input type="checkbox"/> Electric/Water                | <input type="checkbox"/> Appellate Review          | <input type="checkbox"/> Objection                         | <input type="checkbox"/> Resale Agreement         |
| <input type="checkbox"/> Electric/Water/Telecom.       | <input type="checkbox"/> Application               | <input type="checkbox"/> Petition                          | <input type="checkbox"/> Resale Amendment         |
| <input type="checkbox"/> Electric/Water/Sewer          | <input type="checkbox"/> Brief                     | <input type="checkbox"/> Petition for Reconsideration      | <input type="checkbox"/> Reservation Letter       |
| <input type="checkbox"/> Gas                           | <input type="checkbox"/> Certificate               | <input type="checkbox"/> Petition for Rulemaking           | <input type="checkbox"/> Response                 |
| <input type="checkbox"/> Railroad                      | <input type="checkbox"/> Comments                  | <input type="checkbox"/> Petition for Rule to Show Cause   | <input type="checkbox"/> Response to Discovery    |
| <input type="checkbox"/> Sewer                         | <input type="checkbox"/> Complaint                 | <input type="checkbox"/> Petition to Intervene             | <input type="checkbox"/> Return to Petition       |
| <input checked="" type="checkbox"/> Telecommunications | <input type="checkbox"/> Consent Order             | <input type="checkbox"/> Petition to Intervene Out of Time | <input type="checkbox"/> Stipulation              |
| <input type="checkbox"/> Transportation                | <input type="checkbox"/> Discovery                 | <input type="checkbox"/> Prefiled Testimony                | <input type="checkbox"/> Subpoena                 |
| <input type="checkbox"/> Water                         | <input type="checkbox"/> Exhibit                   | <input type="checkbox"/> Promotion                         | <input type="checkbox"/> Tariff                   |
| <input type="checkbox"/> Water/Sewer                   | <input type="checkbox"/> Expedited Consideration   | <input type="checkbox"/> Proposed Order                    | <input type="checkbox"/> Other:                   |
| <input type="checkbox"/> Administrative Matter         | <input type="checkbox"/> Interconnection Agreement | <input type="checkbox"/> Protest                           |   |
| <input type="checkbox"/> Other:                        | <input type="checkbox"/> Interconnection Amendment | <input type="checkbox"/> Publisher's Affidavit             |   |
|  | <input type="checkbox"/> Late-Filed Exhibit        | <input type="checkbox"/> Report                            |   |



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COLUMBIA, SOUTH CAROLINA

January 13, 2009

**VIA ELECTRONIC FILING**

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**Re: Qwest Communications Corporation  
Notice of Conversion and Name Change  
Docket Nos. 1994-718-C & 1999-468-C**

Dear Mr. Terreni:

By this letter, Qwest Communications Corporation ("QCC") writes to provide notice that it has converted from a corporation to a limited liability company ("LLC"), pursuant to Delaware law (the Delaware Limited Liability Company Act ("DLLCA")). The company is now named Qwest Communications Company, LLC ("Qwest LLC"). The name change was approved by the Commission in Order No. 2008-823 in Docket No. 1999-468-C. Qwest LLC notified the Commission that the conversion was completed and effective on January 2, 2009. It was QCC's intent that the original letter request be applied to all of the company's operations, both local and interexchange. However, the Commission Staff has requested that QCC also file the same request in the docket in which it obtained its interexchange authority, Docket No. 1994-718-C. Therefore, we are requesting that the Commission approve the same name change in the interexchange authority, Docket No. 1994-718-C, on an expedited basis.

As indicated in Docket No. 1999-468-C, there is no change to QCC's operations as a result of this transaction other than the conversion from a corporation to a limited liability company and slight name change. This corporate conversion and name change will be seamless and transparent to, and have no effect on, QCC customers. Nevertheless, QCC has provided customers with notice of the name change through market messages placed on customer bills. Qwest LLC will provide the same telecommunications services, at the same rates, as QCC is currently providing to customers in South Carolina. Thus, QCC customers will effectively experience no change as a result of the conversion. In Order No. 2008-769, the Commission granted QCC's request for a waiver of publication in Docket No. 1998-468-C. We respectfully request that QCC not be required to publish notice in area newspapers in the interexchange docket since there is no change to the management, corporate ownership, financial assets and liabilities, and other contract rights and obligations.

The conversion from a corporation named Qwest Communications Corporation to a limited liability company named Qwest Communications Company, LLC ("Qwest LLC")

involves only a minor name change to reflect the change in business formation of the company. Upon conversion of QCC to Qwest LLC, there is no change to the management, corporate ownership, financial assets and liabilities, employees, property, plant, equipment and other contract rights and obligations of the company. Additionally, duties owed to the State of South Carolina, the Commission, the Office of Regulatory Staff and customers will not change. Other than the change in form of business organization from a corporation to a limited liability company, Qwest LLC will be the same company as QCC. QCC has revised its tariffs on file with this Commission to reflect the name change.

In accordance with the Delaware statutory provisions, the steps in the conversion of QCC to Qwest LLC was (i) approval of the conversion by QCC's board of directors and shareholder, and (ii) the filing of a Certificate of Conversion to Limited Liability Company and a Certificate of Formation of Limited Liability Company with the Delaware Secretary of State. Attached please find copies of the copies of the Certificate of Conversion to Limited Liability Company, the Certificate of Formation of Limited Liability Company, the Certificate of Good Standing issued by the Delaware Secretary of State, and the Certificate of Authority to Transact Business in the State of South Carolina from the South Carolina Secretary of State.

QCC does not believe that Commission approval for this conversion is needed because this conversion involves no change of control as to ownership and no changes to its operations, management, services or rates, or its compliance with its regulatory obligations in South Carolina.<sup>1</sup> Nevertheless, QCC provides the Commission notice of this conversion in Docket No. 1994-718-C and requests approval of the name change on an expedited basis. Alternatively, if the Commission determines that Commission approval is necessary for the conversion, QCC respectfully requests that the Commission approve the transaction, based on the information provided in this letter, promptly.

By copy of this letter, we are notifying the Office of Regulatory Staff that our request for approval of the name change included the company's interexchange authority in Docket No. 1994-718-C. Thank you for your attention to this matter. If the Commission has any questions regarding this transaction, please feel free to contact me.

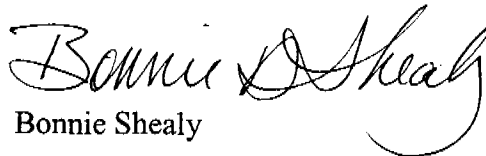
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<sup>1</sup> QCC is a Delaware Corporation, and Delaware law specifies that a conversion from an incorporated entity to a limited liability company form does not create a new entity. The Delaware Limited Liability Company Act ("DLLCA") establishes that the conversion from an incorporated entity to a limited liability company ("LLC") does not result in the creation of a new legal entity. This is evident with the acknowledgement under Section 18-214(g) of the DLLCA that "[w]hen an other entity has been converted to a limited liability company pursuant to this section, for all purposes of the laws of the State of Delaware, the limited liability company shall be deemed to be the same entity as the converting other entity and the conversion shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company." This is further evident with the premise under Delaware law that the existence of the LLC relates back to the date the corporation was first incorporated (see DLLCA, § 18-214(d) ["... the existence of the limited liability company shall be deemed to have commenced on the date the other entity commenced its existence in the jurisdiction in which the other entity was first created, formed, incorporated or otherwise came into being"]), and that "all rights of creditors and all liens upon any property of such other entity shall be preserved unimpaired, and all debts, liabilities and duties of the other entity that has converted shall remain attached to the domestic limited liability company." See DLLCA, § 18-214(f).

Given that the conversion was completed and effective on January 2, 2009, we respectfully request expedited approval of this request.

Very truly yours,

Robinson, McFadden & Moore, P.C.

  
Bonnie Shealy

cc: Barbara J. Brohl, Corporate Counsel (via email)  
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